

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE


In Re:)	
	)	Chapter 11
USG CORPORATION, a Delaware)	
Corporation, <i>et al.</i>,	)	Case Nos. 01-2094 through
	)	01-2104
Debtors.)	
	)	Jointly Administered
)	
)	
In Re:)	
	)	Chapter 11
OWENS CORNING, a Delaware)	
Corporation, <i>et al.</i>,	)	Case Nos. 00-3837 through
	)	00-3854
Debtors.)	
	)	Jointly Administered
)	
)	
In Re:)	
	)	Chapter 11
W.R. GRACE & COMPANY, a Delaware)	
Corporation, <i>et al.</i>,	)	Case Nos. 01-1139 through
	)	01-1200
Debtors.)	
	)	Jointly Administered
)	
)	

NOTICE OF DEPOSITION

Please take notice that USG Corporation will take the deposition upon oral examination of persons designated under Federal Rules of Civil Procedure 30(b)(6) of Motley Rice LLC, 28 Bridgeside Blvd., Mt. Pleasant, South Carolina 29464. The deposition will begin at 9:30 a.m. on

January 15, 2004, at the offices of A William Roberts & Assoc., 46-A State Street, Charleston, SC 29401. The deposition will be videotaped and recorded by a certified stenographic reporter.

Dated: December 23, 2003

A handwritten signature in black ink, appearing to read 'Jeffrey M. Gutkin', is written over a horizontal line.

Jeffrey M. Gutkin
COOLEY GODWARD LLP
One Maritime Plaza, 20th Floor
San Francisco, CA 94111

AO 88 (Rev. 11/94) Subpoena in a Civil Case

Issued by the
UNITED STATES DISTRICT COURT
 DISTRICT OF SOUTH CAROLINA

In re USG Corporation, et al.,
 In re Owens Corning, et al., and
 In re W.R. Grace Co., et al.

AMENDED
SUBPOENA IN A CIVIL CASE

v.

Case Number: Chapter 11
 01-02094; 00-03837;
 01-01139 (Bankr.D.Del.)

TO: Motley Rice LLC
 28 Bridgeside Blvd.
 Mt. Pleasant, SC 29464

Attn: Joe Rice, Esq.

YOU ARE COMMANDED to appear in the United States District Court at the place, date, and time specified below to
 testify in the above case.

PLACE OF TESTIMONY	COURTROOM
	DATE AND TIME

X YOU ARE COMMANDED to appear at the place, date, and time specified below to testify at the taking of a deposition in
 the above case

PLACE OF DEPOSITION	DATE AND TIME
A William Roberts & Assoc., 46-A State St. Charleston, SC 29401	January 15, 2004 9:30 a.m.

X YOU ARE COMMANDED to produce and permit inspection and copying of the following documents or objects at the
 place, date, and time specified below (list documents or objects):


PLEASE SEE ATTACHED EXHIBIT A.

PLACE	DATE AND TIME
Cooley Godward LLP, Five Palo Alto Square, 3000 El Camino Real, Palo Alto, CA 94306-2155 Attention: Jim Maroulis	January 2, 2004 9:30 a.m.

YOU ARE COMMANDED to permit inspection of the following premises at the date and time specified below

PREMISES	DATE AND TIME

Any organization not a party to this suit that is subpoenaed for the taking of a deposition shall designate one or more officers,
 directors, or managing agents, or other persons who consent to testify on its behalf, and may set forth, for each person designated,
 the matters on which the person will testify Federal Rules of Civil Procedure, 30(b)(6)

ISSUING OFFICER'S SIGNATURE AND TITLE (INDICATE IF ATTORNEY FOR PLAINTIFF OR DEFENDANT)	DATE
 Attorney for USG Corp.	December 23, 2003

ISSUING OFFICER'S NAME ADDRESS AND TELEPHONE NUMBER
 Daniel J. DeFranceschi, Richards, Layton & Finger, P.A., One Rodney Square,
 P. O. Box 551, Wilmington, Delaware 19899; Ph: (302) 651-7700

(See Rule 45, Federal Rules of Civil Procedure, parts C & D on reverse)

¹ If action is pending in district other than district of issuance, state district under case number

AO-88

Exhibit A

Definitions

1. "You" or "Your" mean the entity or person that is the subject of the attached subpoena, and any past or present officers, directors, partners, employees, parent or predecessor corporations, attorneys, consultants or agents of that entity or person.
2. "Five Asbestos Cases" means the following cases pending in the United States Bankruptcy Court for the District of Delaware: *In re Armstrong World Industries, Inc., et al.*, Nos. 00-4469, *et al.*; *In re W.R. Grace & Co., et al.*, Nos. 01-1139, *et al.*; *In re Federal-Mogul Global, Inc., T&N Limited, et al.*, Nos. 01-10578, *et al.*; *In re USG Corp., et al.*, Nos. 01-2094, *et al.*; and *In re Owens Corning, et al.*, No 00-3837, *et al.*
3. "Judge Wolin" means the Honorable Alfred M. Wolin, U.S. District Judge for the District of New Jersey, and anyone working on his behalf, including, without limitation, law clerks, courtroom deputies, secretaries, interns, and other members of his staff.
4. "Advisor" means any of the following: C. Judson Hamlin, David R. Gross, William A. Dreier, Francis E. McGovern, or John E. Keefe, or anyone working on their behalf.
5. "Party" means any past or present officers, directors, partners, employees, parent or predecessor corporations, attorneys, consultants or agents of any interested party in any of the Five Asbestos Cases or of any committee in any of the Five Asbestos Cases.
6. "Non-Party" means any person or entity that does not meet the definition for a Party, an Advisor, or Judge Wolin.

7. "Document" means any document as defined by Federal Rule of Civil Procedure 34. A Document may be any written, printed, typed, recorded, magnetic, punched, copied, graphic or other tangible thing in, upon, or from which information may be embodied, translated, conveyed, or stored (including, without limitation, correspondence, memoranda, notes, records, books, papers, telegrams, telexes, facsimile transmissions, dictation or other audio tapes, video tapes, computer tapes, computer discs, computer printouts, electronic mail, microfilm, microfiche, worksheets, diaries, calendars, photographs, charts, drawings, sketches and all other writings or drafts thereof).
8. "Communications" means any transmission of information from one person or entity to another, including, without limitation, by personal meeting, telephone, letter, facsimile, electronic mail, teleconference, radio, telegraph, etc.
9. The use of the singular form of any word includes the plural and vice versa.
10. "Any" and "all" will also be read to include "each" and "every."
11. "Or" will be read either disjunctively or conjunctively as necessary to bring within the scope of the discovery request all responses that might otherwise be construed to be outside its scope.

Instructions

1. Unless otherwise specified, the subpoena calls for documents created on or after April 1, 2001.
2. In responding to this subpoena, you are directed to furnish all responsive documents available at the time of production, and to supplement your responses whenever

had knowledge of the contents of the document, and the identity of all persons having knowledge of the circumstances under which it was lost, misplaced, or destroyed.

Requests For Production

1. All Documents that constitute, reflect, or refer to Communications between You and Judge Wolin. Any pleadings served on all Parties in the applicable case may be excluded.
2. All Documents that reflect, refer to or concern any meetings (including, without limitation, any conferences) between you and Judge Wolin.
3. All Documents that constitute, reflect, or refer to Communications between You and any Advisor.
4. All Documents that constitute, reflect, refer to, or relate to any draft opinions or memoranda of law transmitted by You to Judge Wolin or any Advisor, including any drafts of such documents that were not transmitted.
5. All Documents that record, tabulate, reflect, or refer to the number of hours in which You participated in or prepared for Communications as described in items 1 through 3 above. Fee applications that have been publicly filed in the official record of any of the Five Asbestos Cases may be excluded.